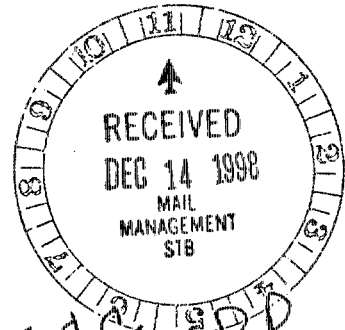




Union Tank Car Company

225 West Washington Street
Chicago, Illinois 60606
312/372-9500



December 8, 1998

RECORDATION NO. 10497-CC-1-PD FILED

DEC 14 '98

2-45PM

Surface Transportation Board
12th Street & Constitution Avenue, N.W.
Washington, DC 20423

Attn: Ms. Janice M. Fort
Room 2311

Re: Equipment Trust Agreement (Series 16)
Recordation No. 10497

DEC 14 2 45 PM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Ms. Fort:

Enclosed are the original and two certified copies of the Twelfth Supplemental Equipment Trust Agreement dated as of July 31, 1998, between Union Tank Car Company and The First National Bank of Chicago, as Trustee, and the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

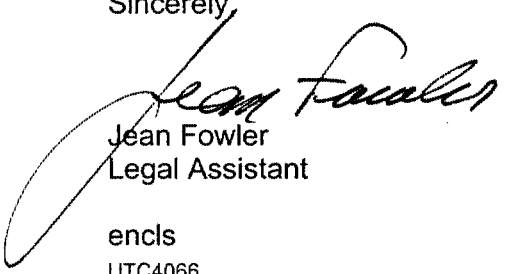
Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$52 for the filing fee.

Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,


Jean Fowler
Legal Assistant

encls
UTC4066



A member of The Marmon Group of companies

DEC 14 '98

2-45 PM

TWELFTH SUPPLEMENTAL TRUST AGREEMENT

UNION TANK CAR COMPANY (SERIES 16)

THIS TWELFTH SUPPLEMENTAL TRUST AGREEMENT, dated as of July 31, 1998, by and between Union Tank Car Company ("Company"), a corporation duly organized and existing under the laws of Delaware, and The First National Bank of Chicago, as successor to Wells Fargo Bank, N.A. ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement dated as of June 1, 1979 ("Trust Agreement") providing for the issue of its Equipment Certificates (Series 16) in the aggregate principal amount of \$60,000,000.

B. Company desires to comply with Section 5.06 of the Trust Agreement by the execution of a Supplement thereto, to evidence the inclusion of Equipment as a part of the Trust Equipment under the Trust Agreement.

Agreement

Company hereby covenants and agrees with Trustee, for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

1. Substitution of Equipment. The Equipment described in Schedule A hereto is hereby substituted for the Equipment described in Schedule B hereto.


2. Substituted Equipment Subject to Trust Agreement. The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects. The Equipment described in Schedule B hereto is hereby removed from the list of Trust Equipment under the Trust Agreement and is no longer subject to any provisions of the Trust Agreement.

3. Concerning Trustee. Trustee accepts the provisions of this Supplemental Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement, as amended. Without limiting the generality of the foregoing, Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statement of Company. Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Trust Agreement.


4. Miscellaneous. Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect. The Supplemental Trust Agreement may be executed in any number of counterparts, each of which shall be an original.

Company and Trustee have caused this Supplemental Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date first stated above.

UNION TANK CAR COMPANY

By: 
R. C. Gluth,
Executive Vice President

Attest:


Robert W. Webb, Secretary

THE FIRST NATIONAL BANK OF CHICAGO,
as Trustee

By: 

Attest:

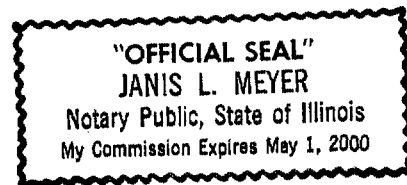


UTC2044

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On November 16, 1998, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Executive Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Janis L. Meyer
Notary Public



STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On November 23, 1998, before me personally came Diane Orr Wuerz, to me known, who, being by me duly sworn, did depose and say that he/she is Vice Pres of The First National Bank of Chicago, one of the corporations described in and which executed the foregoing instrument; that he/she knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he/she signed his/her name thereto by like order.

Diane Mary Wuerz
Notary Public



UTC2044

7/31/98

UNION TANK CAR COMPANY - TREASURER'S DEPARTMENT
RAILCAR SUBSTITUTIONS (SCHEDULE A)
DESCRIPTION OF EQUIPMENT FOR SUBSTITUTION

CERTIFICATE TRUST SERIES: R016

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESCRIPTION CODE</u>	<u>CAPACITY IN (GAL./CUFT.)</u>	<u>ROAD NUMBERS</u>
1	T105	20,600	UTLX 68935
10	T389	34,000	UTLX 901090-901099
1	T907	24,800	UTLX 92344
12	TOTAL CARS		

7/31/98

UNION TANK CAR COMPANY - TREASURER'S DEPARTMENT
WRECKED/RETIRED CARS (SCHEDULE B)
SERIES 16 (R016)

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESCRIPTION CODE</u>	<u>CAPACITY IN (GAL./CUFT.)</u>	<u>ROAD NUMBERS</u>
1	TM	20,500	UTLX 48627
6	TA	10,000	RTCX 16753, 16755-16757, 16762-16763
1	T015	20,700	RTCX 926601
1	T054	13,700	UTLX 11774
2	T104	17,500	CRGX 4684, UTLX 70567
2	T105	20,600	UTLX 41411, 41424
1	T106	24,000	UTLX 48649
1	T389	33,300	RTCX 36602
1	T907	24,800	UTLX 97255
4	BOXT	70 TON	BCIT 841703, 841769, 841776, 841951
<hr/>			
20	TOTAL CARS		

STATE OF ILLINOIS)
)
COUNTY OF COOK)

CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Twelfth Supplemental Trust Agreement dated as of July 31, 1998, with the original document thereof and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 8th day of December, 1998.


Notary Public



SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Date: 12/14/98

Jean Fowler
Union Tank Car Company
225 West Washington Street
Chicago, Illinois 60606

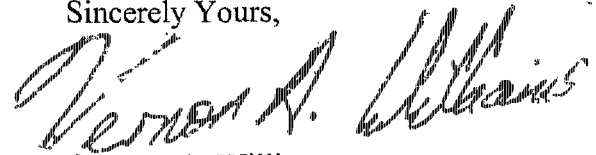
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 12/14/98 at 2:45PM, and

assigned recordation number(s). 9911-AA, 9911-BB, 10497- CC, 10497-DD, 17388-G
and 17388-H.

Sincerely Yours,


Vernon A. Williams

Enclosure(s)(6)

156.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature _____

